

RECORDATION NO. 23241-1318 FILED

JAN 14 '04 2-25 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

January 5, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 17, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Leases which was previously filed with the Board under Recordation Number 23241.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar Asset Financing Trust c/o Wilmington Trust Company, as Trustee Rodney Square North 1100 North Market Street 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Servicer:	Railcar, Ltd. 1201 Peachtree Road N.E. 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Lessee:	Peoria and Pekin Union Railway Company 301 Wesley Road Creve Coeur, Illinois 61610

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A description of the railroad equipment covered by the enclosed document is:

15 gondola cars within the series PPU 3028 - PPU 3042 as more particularly set forth in the equipment schedule attached to the document, and PPU 6044 - PPU 6046.

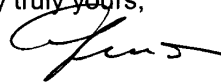
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

23141-BB  
FILED

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Master Car Lease Agreement No. ITG-1643-5/88 (also known as Master Agreement No. ITG-1643-5/88) dated May 13, 1988 ("Master Lease") and the related Rider No. 20 dated as of August 1, 2003 (the "Rider"), by and between Railcar Asset Financing Trust, a Delaware statutory trust ("Lessor"), Railcar, Ltd. ("Servicer") and Peoria and Pekin Union Railway Company ("Lessee"), whereby Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars").

2. The term "Lease" shall mean the Master Lease and the Rider, by and between ITG, Inc. and Lessee, as the original parties, together with any schedules, exhibits, addenda, instruments, guarantees, indemnities, agreements, amendments, and supplements related thereto. Capitalized terms used herein and not otherwise defined herein are used as defined in the Lease.

3. ITG, Inc. assigned all of its right, title and interest in the Lease to Railcar, Ltd. on September 1, 2000, as evidenced by Memorandum of Lease and Assignment of Lease recorded with the Surface Transportation Board ("STB") on September 1, 2000, Recordation No. 23081; Railcar, Ltd. subsequently assigned all of its right, title and interest in the Lease to Railcar Finance, LLC. on December 1, 2000, as evidenced by Memorandum of Assignment of Leases recorded with the STB on December 1, 2000, Recordation No. 23241-A; and Railcar Finance, LLC. subsequently assigned all of its right, title and interest in the Lease to Railcar Asset Financing Trust on December 1, 2000, as evidenced by Memorandum of Assignment of Leases recorded with the STB on December 1, 2000, Recordation No. 23241-B.

4. All references to "Servicer" herein shall mean Railcar, Ltd. acting for and on behalf of Lessor in connection with that certain Servicing, Remarketing and Enhancement Agreement dated as of December 1, 2000 by and between Servicer, BTM Capital Corporation, Railcar Finance LLC, Wells Fargo Bank Northwest, N.A. formerly known as First Security Bank, N.A., and Railcar Asset Financing Trust wherein Servicer has agreed to perform certain responsibilities of Lessor under the Lease ("Service Agreement").

5. The addresses of the parties are as follows:

Lessor: Railcar Asset Financing Trust  
c/o Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890  
Attn: Corporate Trust Administration

Servicer: Railcar, Ltd.  
1201 Peachtree Street, N.E.  
400 Colony Square, Suite 1101

Atlanta, GA 30361

Lessee: Peoria and Pekin Union Railway Company  
301 Wesley Road  
Creve Coeur, IL 61611

3. The term of the Rider has been extended for a one (1) one-month term commencing August 1, 2003 and shall automatically renew for successive one month terms thereafter until either party gives thirty (30) days advance written notice to the other of its intent not to renew.

4. The terms and provisions relating to the lease of the Car are more particularly set forth in the Lease.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of November 17, 2003.

**LESSOR:**

RAILCAR ASSET FINANCING TRUST

By: Wilmington Trust Company, solely in its  
capacity as Trustee

By: [Signature]  
Name: Tira L. Johnson  
Title: Financial Services Officer

State of Delaware, County of New Castle

On Sept 2, 2003, before me personally appeared, Tira L. Johnson, to me personally known, who being by me duly sworn says that she is Financial Services Officer of Wilmington Trust Company, a Delaware banking corporation, the Trustee of Railcar Asset Financing Trust, and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

[Signature]  
Notary Public  
My commission expires  
**VERNE E. ROBINSON**  
**NOTARY PUBLIC - DELAWARE**  
My Commission Expires Oct. 26, 2006

[SIGNATURES CONTINUE ON NEXT PAGE]

**SERVICER:**

RAILCAR, LTD.

By: [Signature]  
Name: Jeffrey Edelman  
Title: Senior Vice President, Finance

State of Georgia, County of Fulton

On November 17, 2003, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

[Signature]  
Notary Public  
My commission expires:

**LESSEE:**

PEORIA AND PEKIN UNION RAILWAY COMPANY

By: Paul D Feltenstein  
Name: PAUL D FELTENSTEIN  
Title: PRESIDENT

Illinois  
State of ~~Texas~~, County of Tazewell

On Nov. 4, 2003, before me personally appeared Paul D. Feltenstein me personally known, who being by me duly sworn says that he is President of PPU Railway, a Ill. corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]  
Notary Public  
My commission expires:

[NOTARIAL SEAL]

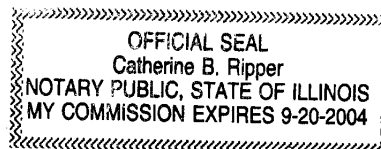


EXHIBIT A TO MEMORANDUM OF LEASE

**Description of Railcars**

This is Exhibit A to the Memorandum of Lease dated as of August 1, 2003, between Railcar Asset Financing Trust ("Lessor"), Railcar, Ltd. ("Servicer"), and Peoria and Pekin Union Railway Company ("Lessee").

Owner of Cars: Railcar Asset Financing Trust

Quantity of Cars: Fifteen (15)

Description of Cars: Used 100-ton Nominal (1890-2494 cubic foot) gondola railcars

Car Marks and Numbers: PPU 3028, PPU 3031, PPU 3032 through 3036, and PPU 3038 through 3041, PPU 3042, PPU 6044, 6045 and 6046